

## Electric Mobility Canada (EMC) Board Charter (the “Charter”)

Last approval date: September 20, 2023

### **1. Introduction**

#### **1.1 Charter purpose**

The Board Charter outlines the roles, responsibilities, and principles governing the operations of the Board of Directors ("the Board") of Electric Mobility Canada ("EMC" or the “organization”). It serves as a reference for Board members regarding their mandate as well as expectations regarding Board conduct and decision-making.

#### **1.2 Legal and Regulatory Framework**

The Board operates within the legal and regulatory framework applicable to a Canadian not-for-profit corporation and ensures compliance with applicable laws, regulations, and non-profit governance standards.

#### **1.3 Review and Amendment**

The Charter shall be reviewed annually to ensure its continued relevance and effectiveness. Any amendments or updates to the Charter require Board approval.

#### **1.4 Annual Compliance**

Board members shall confirm their compliance with the Charter annually at the first meeting of the Board following the Annual General Meeting.

### **2. Board Purpose and Responsibilities**

#### **2.1 Overall Purpose**

The Board is responsible for providing strategic direction and guidance to management and ensuring the organization continues to advance its mission and deliver sustainable value to its members and stakeholders.

#### **2.2 Key Responsibilities**

- a) Overseeing the development and implementation of EMC’s strategy and business planning in alignment with the organization’s vision, mission, and purpose.
- b) Overseeing the organization’s management, which is responsible for the day-to-day conduct of EMC’s business and operations.
- c) Identifying and monitoring major risks facing the organization and the industry-at-large, determining risk tolerance, and ensuring management has adequate systems to monitor and manage those risks.
- d) Providing financial oversight, including budget approval and monitoring.

- e) Ensuring effective governance, compliance with legal and regulatory requirements, and adherence to EMC's bylaws.
- f) Ensuring organization strategy and management performance is linked to Environmental, Social, and Governance (ESG) factors.
- g) Assessing and ensuring the effectiveness of EMC's initiatives, programs, and activities, including communication and member engagement, and stakeholder engagement (with government, industry partners, and the general public).
- h) Providing oversight regarding human resource matters (including the appointment / termination of the CEO, as well as compensation and succession planning for the CEO).

### **3. Board Composition and Structure**

#### **3.1 Board Composition**

The Board shall consist of individuals elected by members or otherwise appointed in accordance with EMC's bylaws. EMC's Board will work to suggest candidates to members with diverse backgrounds, expertise, and experience required for the Board to fulfil its responsibilities with consideration to the specific needs of the organization and its strategic plan. This includes

- Leadership skills and experience
- Industry knowledge and experience
- EMC membership representation
- Board diversity

#### **3.2 Board Size**

The Board shall comprise a minimum of 3, and no more than 17, directors as determined by the Board based on the needs of the organization.

#### **3.3 Nominations and Elections**

Current members of EMC that meet eligibility requirements may present themselves for nomination to the Board. Board members are elected by the EMC membership from the slate of nominated candidates in alignment with the Board composition requirements.

The Board Chair is appointed by the Board at the first meeting following the Annual General Meeting.

#### **3.4 Board Terms**

Board members are appointed for 3 year terms and are eligible for reappointment to a maximum of 2 reappointments.

The Board Chair is elected by the Board for a 2 year term and is eligible for reappointment to a maximum of 3 reappointments.

A Board member must have served on the Board for at least 1 year before being appointed as Board Chair.

#### **3.5 Recommendations**

The nominations, onboarding/offboarding processes, and succession planning for Board members and Board Chairs, will be conducted with the guidance and recommendations of the EMC Board Governance & Nominations (G&N) Committee.

The Board may seek guidance and recommendations from its G&N Committee from time to time regarding board composition, board diversity (including gender and other diversity targets), or other matters.

### 3.6 Chair, CEO, and Executive Roles

The Chair of the Board shall be responsible for leading Board meetings and ensuring effectiveness of the Board in fulfilling its responsibilities.

The CEO shall oversee the operations of EMC and implement the Board's strategic directives with the assistance of a Chief Operating Officer (COO).

The Board shall include a Vice-Chair, Treasurer, and Secretary as outlined in EMC bylaws, whose functions shall be as set out in the by-laws and any applicable resolution of the board.

### 3.7 Board Committees and Working Groups

a) The Board will establish a Governance & Nominations Committee, a Finance & Audit Committee, and an Executive Committee composed of Board members.

b) The Board may establish other Committees (with Board members) or Working Groups (with Board members and/or EMC members at large) from time to time as determined based on the needs of the organization and the recommendation of the Board.

c) Committee and Working Group membership, chairs, and terms of reference will be proposed by the Committees and Working Groups and approved by the Board annually.

d) Executive management shall be notified of and have the right to attend all Board, Committee, and Working Group meetings other than any in-camera portions thereof.

### 3.8 Changes of employment status

Any changes to employment or circumstance that impact a director's ability to continue to fulfil their responsibilities as a director must be promptly brought to the attention of the Board Chair and G&N Committee Chair.

## 4. Board Processes and Meetings

### 4.1 Meeting Frequency and Attendance

The Board shall meet regularly at a frequency which allows for the Board to deliver its mandate and at a minimum of 4 meetings annually. Directors are expected to attend all meetings and to actively contribute to discussions and decision-making.

If a director is unable to attend a meeting, they are expected to communicate this in advance to the Chair and to review all meeting material and minutes. Attendance at a minimum of 75% of properly scheduled meetings is required to ensure effectiveness. If urgent or emergency meetings are required, e.g. meetings on short notice, these shall not be considered in assessing overall attendance.

Staff and the Board chair shall make every effort to plan out regular board meetings in advance to ensure that Board members have adequate time to both prepare for meetings and to manage their agendas to allow for maximum attendance.

#### 4.2 Meeting Agenda

The Chair, in collaboration with the CEO, shall propose the meeting agenda, ensuring it covers relevant matters related to EMC's mission, strategic priorities, and governance.

#### 4.3 Board materials and information

Board materials, including reports, financial statements, and other relevant information, shall be provided to directors in a timely manner before meetings to facilitate informed decision-making. Whenever possible, materials will be circulated a minimum of five business days before meetings.

#### 4.4 Board Evaluation

The Board shall conduct periodic evaluations to assess its performance, effectiveness, and processes, with a focus on continuous improvement.

### 5. Ethical Standards and Conduct

#### 5.1 Code of Conduct

Directors are expected to act honestly and in good faith with the best interests of the organization in mind. They must exercise the care, diligence, and skill of a reasonably prudent person. Board members must comply with the EMC Board Code of Conduct that sets forth the ethical standards, integrity, and accountability expected of directors.

#### 5.2 Conflicts of Interest

Directors shall act in the best interests of EMC. Potential or actual conflicts must be disclosed to the Board Chair as soon as the director becomes aware of them and must be disclosed for the record at the beginning of all Board meetings and any relevant committee meetings in which they apply. Conflicts shall be managed in accordance with EMC's conflict of interest policy, applicable laws, regulations, and any other applicable EMC by-laws and policies.

#### 5.3 Confidentiality

Directors shall maintain strict confidentiality regarding all non-public information obtained through or because of their role as a director and use any confidential information solely as required for the execution of their responsibilities as directors and at all times in the best interests of EMC.

## **6. Board Charter Review and Approval**

This Board Charter was approved and adopted by the Board of Directors of Electric Mobility Canada on September 20, 2023.

Electric Mobility Canada (EMC)  
Board Chair: Neetika Sathe